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Counsel to the RESCAP Liquidating Trust

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, et al.,)	Chapter 11
)	
Debtors.)	(Jointly Administered)
)	
RESCAP LIQUIDATING TRUST,)	Adv. Pro. No. _____
)	
Plaintiff,)	
)	
v.)	
)	
ALLISON PAYMENT SYSTEMS, LLC,)	
)	
Defendant.)	

**COMPLAINT FOR AVOIDANCE AND RECOVERY
OF PREFERENTIAL TRANSFERS AND OBJECTION TO CLAIM**

Plaintiff, the Rescap Liquidating Trust, by and through the duly authorized Liquidating Trust Manager, Quest Turnaround Advisors, LLC and its authorized officer, Jeffrey Brodsky (the “Liquidating Trust” or “Plaintiff”), by and through its undersigned counsel, submits this Complaint

for Avoidance and Recovery of Preferential Transfers and Objection to Claim (the “Complaint”) against Allison Payment Systems, LLC (the “Defendant”), its successors, assigns and ultimate transferees, and alleges as follows:

NATURE OF THIS ACTION

1. On May 14, 2012 (the “Petition Date”), Residential Capital, LLC (Case No. 12-12020-mg; Residential Funding Company, LLC (Case No. 12-12019-mg); Ditech, LLC (Case No. 12-12021-mg); DOA Holding Properties, LLC (Case No. 12-12022-mg); DOA Properties IX (Lots-Other), LLC (Case No. 12-12023-mg); EPRE LLC (Case No. 12-12024-mg); Equity Investment I, LLC (Case No. 12-12025-mg); ETS of Virginia, Inc. (Case No. 12-12026-mg); ETS of Washington, Inc. (Case No. 12-12027-mg); Executive Trustee Services, LLC (Case No. 12-12028-mg); GMAC-RFC Holding Company, LLC (Case No. 12-12029-mg); GMAC Model Home Finance I, LLC (Case No. 12-12030-mg); GMAC Mortgage USA Corporation (Case No. 12-12031-mg); GMAC Mortgage, LLC (Case No. 12-12032-mg); GMAC Residential Holding Company, LLC (Case No. 12-12033-mg); GMAC RH Settlement Services, LLC (Case No. 12-12034-mg); GMACM Borrower LLC (Case No. 12-12035-mg); GMACM REO LLC (Case No. 12-12036-mg); GMACR Mortgage Products, LLC (Case No. 12-12037-mg); HFN REO Sub II, LLC (Case No. 12-12038-mg); Home Connects Lending Services, LLC (Case No. 12-12039-mg); Homecomings Financial Real Estate Holdings, LLC (Case No. 12-12040-mg); Homecomings Financial, LLC (Case No. 12-12042-mg); Ladue Associates, Inc. (Case No. 12-12043-mg); Passive Asset Transactions, LLC (Case No. 12-12044-mg); PATI A, LLC (Case No. 12-12045-mg); PATI B, LLC (Case No. 12-12046-mg); PATI Real Estate Holdings, LLC (Case No. 12-12047-mg); RAHI A, LLC (Case No. 12-12048-mg); RAHI B, LLC (Case No. 12-12049-mg); RAHI Real Estate Holdings, LLC (Case No. 12-12050-mg); RCSFJV2004,

LLC (Case No. 12-12051-mg); Residential Accredit Loans, Inc. (Case No. 12-12052-mg); Residential Asset Mortgage Products, Inc. (Case No. 12-12053-mg); Residential Asset Securities Corporation (Case No. 12-12054-mg); Residential Consumer Services of Alabama, LLC (Case No. 12-12055-mg); Residential Consumer Services of Ohio, LLC (Case No. 12-12056-mg); Residential Consumer Services of Texas, LLC (Case No. 12-12057-mg); Residential Consumer Services, LLC (Case No. 12-12058-mg); Residential Funding Mortgage Exchange, LLC (Case No. 12-12059-mg); Residential Funding Mortgage Securities I, Inc. (Case No. 12-12060-mg); Residential Funding Mortgage Securities II, Inc. (Case No. 12-12061-mg); Residential Funding Real Estate Holdings, LLC (Case No. 12-12062-mg); Residential Mortgage Real Estate Holdings, LLC (Case No. 12-12063-mg); RFC-GSAP Servicer Advance, LLC (Case No. 12-12064-mg); RFC Asset Holdings II, LLC (Case No. 12-12065-mg); RFC Asset Management, LLC (Case No. 12-12066-mg); RFC Borrower LLC (Case No. 12-12068-mg); RFC Construction Funding, LLC (Case No. 12-12069-mg); RFC REO LLC (Case No. 12-12070-mg); and RFC SFJV-2002, LLC (Case No. 12-12071-mg), each filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). All of the afore-mentioned bankruptcy cases are referenced herein as the “Bankruptcy Case.”

2. Through this Complaint, Plaintiff seeks a money judgment resulting from and relating to all transfers made by Residential Capital, LLC and its above-identified affiliated debtor entities (collectively the “Debtors”) during the 90 days before the Petition Date as particularly identified herein and objecting to any claim filed by or scheduled on behalf of the Defendant pursuant to section 502(d) of the Bankruptcy Code. In particular, the Complaint seeks the entry of a judgment in favor of the Plaintiff and against the Defendant avoiding the Transfers described

below, and preserving and recovering the preferential transfers or their equivalent monetary value pursuant to sections 547 and 550 of the Bankruptcy Code, and disallowing the claim until any judgment entered in favor of Plaintiff is paid in full.

THE PARTIES

3. Plaintiff, the Rescap Liquidating Trust, is the duly appointed successor in interest to the Debtors created pursuant to the terms of the *Revised Second Amended Joint Chapter 11 Plan Proposed By Residential Capital, et al. and the Official Committee of Unsecured Creditors* and exhibits in support thereof, filed in the Bankruptcy Case on December 6, 2013 [Docket No. 6030] (the “Plan”) and confirmed by the Bankruptcy Court on December 11, 2013 (the “Confirmation Order”) [Docket No. 6065], which Plan became effective on December 17, 2013 [Docket No. 6137] (the “Plan Effective Date”).

4. The Plan and Confirmation Order provide for the Liquidating Trust to be established to effectuate the Plan and for all available assets to be vested in the Liquidating Trust upon the Effective Date. The Liquidating Trust is authorized to object to, settle, and otherwise resolve all disputed claims, and to make applicable distributions under the Plan including for the preservation and transfer to the Liquidating Trust of all avoidance actions, including the claims asserted herein, and to institute, prosecute, settle, and otherwise resolve those claims and to distribute their proceeds to the beneficiaries of the Liquidating Trust in accordance with the Plan and Liquidating Trust Agreement;

5. Plaintiff is informed and believes and thereon asserts that Defendant is a limited liability company formed under the laws of the state of Indiana.

JURISDICTION AND VENUE

6. The Court has jurisdiction over this matter under the Bankruptcy Code and pursuant to 28 U.S.C. § 157(a) and § 1334(a) and this is a core proceeding pursuant to 28 U.S.C. § 157.

7. Venue in this district is proper pursuant to 28 U.S.C. § 1409(a).

8. The statutory predicates for the relief requested herein are sections 547 and 550 of the Bankruptcy Code and Rules 7001(1) and (9) of the Federal Rules of Bankruptcy Procedure.

BACKGROUND FACTS

9. Prior to the Petition Date, the Debtors operated the fifth largest servicing business of residential mortgage loans in the United States. In addition, the Debtors were a leading residential real estate finance company and the tenth largest mortgage origination and servicing business in the United States. The Debtors in these proceedings include Residential Capital, LLC (“ResCap”) and its subsidiaries and affiliates, ResCap was the direct or indirect parent or owner of all of the affiliate debtors and owned 100 percent of the ownership interests in each affiliate. The Debtors were a subsidiary of non-debtor Allied Financial, Inc.

10. The Debtors, together with their non-debtor subsidiaries, managed their business of origination, servicing, brokering, selling and securitizing residential mortgage loans; and servicing residential mortgage loans throughout the United States for the Debtors, Ally Bank, and other investors in residential mortgage loans and mortgage backed securities. Primary servicing obligations were performed through GMAC Mortgage and its master servicing business performed through Residential Funding Company LLC. The Debtors maintained other accounts to facilitate the operational activity of their origination and servicing platforms. Following 2008, mortgage loan servicing has been the Debtors’ main source of ongoing revenue.

11. In the course of its business operations prior to the Petition Date, one or more of the Debtors obtained payment systems, disclosures, statements and related services from Defendant, as a result of which Defendant was a creditor of the Debtors. Plaintiff is informed and believes and thereon asserts that Defendant sold the Debtors' services and/or products which allowed the Debtors to operate their consumer lending business, internet and telephone based call centers, or network of loan offices such that Debtors could originate, service, or subservice loans activities or their subsequent sale or securitization, as more specifically described in the invoices and payments made by the respective Debtor entity set forth in particular on Exhibit "A" hereto.

FIRST CLAIM FOR RELIEF
(Avoidable Transfers -- 11 U.S.C. § 547)

12. Plaintiff repeats and realleges the allegations contained in each preceding paragraph of the Complaint as though set forth fully herein.

13. Within 90 days prior to the Petition Date, the Debtor(s) identified on **Exhibit "A"** hereto transferred funds (the "Transfers") to the Defendant in payment for previously ordered products and/or services in connection with the Debtors' operation of their business, in the total amount of not less than \$5,558,418.91, and as specifically identified on **Exhibit "A"** attached hereto (the "Transfers").

14. Each of the Transfers was made to the Defendant as a creditor of the Debtors making the Transfers in exchange for products and/or services rendered and/or provided by the Defendant to the Debtors, and as typically referenced in an invoice and/or purchase order exchanged between the parties.

15. Each of the Transfers was made on account of an antecedent debt or debts owed by the Debtor to the Defendant before each such Transfer was made, as asserted by the Defendant and memorialized in the invoices identified in **Exhibit A**, each of which constituted a "debt" or

“claim” (as those terms are defined in the Bankruptcy Code) of the Defendant prior to being paid by the Debtors.

16. Each of the Transfers was made while the Debtors were insolvent, as the debts and obligations of the Debtors well exceeded the value of their assets.

17. Unsecured non-priority creditors will not receive payment in full on their claims in this case. Thus, each of the Transfers to the Defendant enabled the Defendant to receive more than it would have received if: (i) the Debtors’ case was a case under chapter 7 of the Bankruptcy Code; (ii) if the Transfers had not been made; and (iii) the Defendant received payment on the debt to the extent provided by the Bankruptcy Code, as evidenced by the liquidation analysis set forth in Exhibit 8 to the Disclosure Statement.

18. Based upon the foregoing, Plaintiff is entitled to an order and judgment against the Defendant under section 547 of the Bankruptcy Code that each of the Transfers is avoided.

SECOND CLAIM FOR RELIEF
(Recovery of Property – 11 U.S.C. § 550)

19. Plaintiff repeats and realleges the allegations contained in each preceding paragraph of the Complaint, as though set forth fully herein.

20. The Defendant is the initial transferee of each of the Transfers, or the immediate or mediate transferee of such initial transferee.

21. The Defendant had dominion and control over each of the Transfers and had a legal right to use the proceeds of such Transfers for its own purposes.

22. As alleged above, Plaintiff is entitled to avoid each of the Transfers under section 547 of the Bankruptcy Code. As the Defendant is the initial, immediate or mediate transferee of each of the Transfers, Plaintiff is entitled to recover for the Trust the proceeds or value of the Transfers under 11 U.S.C. § 550.

THIRD CLAIM FOR RELIEF
**(Objection to Claim of Defendant/Request for Disallowance
Under 11 U.S.C. § 502(d))**

23. Plaintiff repeats and realleges the allegations contained in each preceding paragraph of the Complaint, as though set forth fully herein.

24. Defendant has an unsecured non-priority claim in the amount of \$8,421.91 scheduled by the Debtors (the “Claim”).

25. As alleged above, each Transfer constitutes an avoidable preference pursuant to Bankruptcy Code section 547(b), which is recoverable pursuant to Bankruptcy Code section 550.

26. Accordingly, pursuant to Bankruptcy Code section 502(d), the Claim must be disallowed unless and until Defendant pays to the Trustee an amount equal to the total amount of each Preferential Transfers that are avoided.

WHEREFORE, Plaintiff prays for judgment as follows:

(i) For a determination that each of the Transfers is avoidable as a preferential transfer pursuant to section 547 of the Bankruptcy Code, and that Plaintiff is entitled to recover each of the Transfers or the value thereof;

(ii) For judgment in favor of Plaintiff and against Defendant determining that Plaintiff is entitled to recover the Transfers for the benefit of the Trust, pursuant to section 550 of the Bankruptcy Code;

(iii) For disallowance of the Claim in accordance with 11 U.S.C. § 502(d) pending payment by Defendant to the Trustee of any avoidable and recoverable Transfers;

(iv) Awarding prejudgment interest to Plaintiff from the date of notice of the claim therefor;

(v) Awarding to Plaintiff the costs of suit incurred herein; and

(vi) For such other and further relief as the Court may deem just and proper.

Dated: May 9, 2014

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*Counsel for Plaintiff, the Rescap Liquidating Trust
and the duly authorized Liquidating Trust Manager,
Quest Turnaround Advisors, LLC*

EXHIBIT “A”

Debtor	Vendor ID	Vendor Name	Invoice Number	Invoice Date	Paid	Check/Wire/A CH #	Payment Method	Bank Clear Date
GMAC Mortgage, LLC	2000016644	ALLISON PAYMENT SYSTEMS, LLC	10514719	2012-02-06	137,727.14	004260	CHK	2012-02-15
GMAC Mortgage, LLC	2000016556	ALLISON PAYMENT SYSTEMS, LLC	87656	2011-12-19	219.95	000160	EFT	2/17/12
GMAC Mortgage, LLC	2000016556	ALLISON PAYMENT SYSTEMS, LLC	87659	2011-12-19	270.30	000160	EFT	2/17/12
GMAC Mortgage, LLC	2000016556	ALLISON PAYMENT SYSTEMS, LLC	87670	2011-12-10	5,317.59	000160	EFT	2/17/12
GMAC Mortgage, LLC	2000016556	ALLISON PAYMENT SYSTEMS, LLC	87669	2011-12-10	90,513.97	000160	EFT	2/17/12
GMAC Mortgage, LLC	2000016572	ALLISON PAYMENT SYSTEMS, LLC	87714	2011-12-30	31.82	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016564	ALLISON PAYMENT SYSTEMS, LLC	88486	2012-01-30	90.10	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016559	ALLISON PAYMENT SYSTEMS, LLC	87729	2011-12-30	102.03	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016567	ALLISON PAYMENT SYSTEMS, LLC	87720	2011-12-30	106.00	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016571	ALLISON PAYMENT SYSTEMS, LLC	87718	2011-12-30	106.00	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016569	ALLISON PAYMENT SYSTEMS, LLC	87719	2011-12-30	145.27	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016566	ALLISON PAYMENT SYSTEMS, LLC	87716	2011-12-30	386.21	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016557	ALLISON PAYMENT SYSTEMS, LLC	87717	2011-12-30	632.96	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016563	ALLISON PAYMENT SYSTEMS, LLC	87681	2011-12-27	1,333.34	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016568	ALLISON PAYMENT SYSTEMS, LLC	88194	2011-12-31	2,523.09	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016570	ALLISON PAYMENT SYSTEMS, LLC	87721	2011-12-30	2,650.00	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016560	ALLISON PAYMENT SYSTEMS, LLC	88985	2012-01-31	3,365.37	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016558	ALLISON PAYMENT SYSTEMS, LLC	88481	2012-01-30	4,511.36	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016561	ALLISON PAYMENT SYSTEMS, LLC	88426	2012-01-31	22,746.10	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016562	ALLISON PAYMENT SYSTEMS, LLC	M006931	2012-02-07	80,362.97	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016565	ALLISON PAYMENT SYSTEMS, LLC	88191	2011-12-31	111,029.19	000179	EFT	2/24/12
GMAC Mortgage, LLC	2000016573	ALLISON PAYMENT SYSTEMS, LLC	021712	2012-02-17	702,549.15	000196	EFT	2/24/12
GMAC Mortgage, LLC	2000016583	ALLISON PAYMENT SYSTEMS, LLC	88358	2012-01-31	200,261.98	000252	EFT	2/24/12
GMAC Mortgage, LLC	2000016645	ALLISON PAYMENT SYSTEMS, LLC	10514719	2012-02-28	288,200.56	005136	CHK	2012-03-06
GMAC Mortgage, LLC	2000016646	ALLISON PAYMENT SYSTEMS, LLC	10514719	2012-03-05	402,493.12	005533	CHK	2012-03-13
GMAC Mortgage, LLC	2000016575	ALLISON PAYMENT SYSTEMS, LLC	88316	2012-01-17	219.95	000224	EFT	3/16/12
GMAC Mortgage, LLC	2000016576	ALLISON PAYMENT SYSTEMS, LLC	88322	2012-01-17	818.72	000224	EFT	3/16/12
GMAC Mortgage, LLC	2000016579	ALLISON PAYMENT SYSTEMS, LLC	88361	2012-01-31	1,408.24	000224	EFT	3/16/12
GMAC Mortgage, LLC	2000016580	ALLISON PAYMENT SYSTEMS, LLC	88351	2012-01-10	9,266.49	000224	EFT	3/16/12
GMAC Mortgage, LLC	2000016574	ALLISON PAYMENT SYSTEMS, LLC	88311	2012-01-17	21,037.29	000224	EFT	3/16/12
GMAC Mortgage, LLC	2000016577	ALLISON PAYMENT SYSTEMS, LLC	88350	2012-01-10	21,575.64	000224	EFT	3/16/12
GMAC Mortgage, LLC	2000016578	ALLISON PAYMENT SYSTEMS, LLC	88910	2012-01-31	90,551.49	000224	EFT	3/16/12
GMAC Mortgage, LLC	2000016581	ALLISON PAYMENT SYSTEMS, LLC	M007021	2012-03-08	71,313.08	000238	EFT	3/22/12
GMAC Mortgage, LLC	2000016588	ALLISON PAYMENT SYSTEMS, LLC	89039	2012-02-21	810.90	000252	EFT	3/23/12
GMAC Mortgage, LLC	2000016582	ALLISON PAYMENT SYSTEMS, LLC	89034	2012-02-21	876.60	000252	EFT	3/23/12
GMAC Mortgage, LLC	2000016586	ALLISON PAYMENT SYSTEMS, LLC	88913	2012-01-31	1,904.06	000252	EFT	3/23/12
GMAC Mortgage, LLC	2000016587	ALLISON PAYMENT SYSTEMS, LLC	89040	2012-02-21	7,828.10	000252	EFT	3/23/12
GMAC Mortgage, LLC	2000016585	ALLISON PAYMENT SYSTEMS, LLC	88875	2012-01-31	21,037.29	000252	EFT	3/23/12

Debtor	Vendor ID	Vendor Name	Invoice Number	Invoice Date	Paid	Check/Wire/A CH #	Payment Method	Bank Clear Date
GMAC Mortgage, LLC	2000016584	ALLISON PAYMENT SYSTEMS, LLC	89598	2012-02-29	23,386.59	000252	EFT	3/23/12
GMAC Mortgage, LLC	2000016647	ALLISON PAYMENT SYSTEMS, LLC	10514719	2012-03-26	483,425.09	006419	CHK	2012-03-30
GMAC Mortgage, LLC	2000016595	ALLISON PAYMENT SYSTEMS, LLC	89121	2012-02-29	90.10	000287	EFT	4/5/12
GMAC Mortgage, LLC	2000016593	ALLISON PAYMENT SYSTEMS, LLC	89089	2012-02-28	212.00	000287	EFT	4/5/12
GMAC Mortgage, LLC	2000016592	ALLISON PAYMENT SYSTEMS, LLC	89081	2012-02-28	270.30	000287	EFT	4/5/12
GMAC Mortgage, LLC	2000016591	ALLISON PAYMENT SYSTEMS, LLC	89090	2012-02-28	636.00	000287	EFT	4/5/12
GMAC Mortgage, LLC	2000016590	ALLISON PAYMENT SYSTEMS, LLC	89122	2012-02-29	999.05	000287	EFT	4/5/12
GMAC Mortgage, LLC	2000016589	ALLISON PAYMENT SYSTEMS, LLC	89526	2012-02-29	2,330.79	000287	EFT	4/5/12
GMAC Mortgage, LLC	2000016594	ALLISON PAYMENT SYSTEMS, LLC	89026	2012-02-10	107,603.93	000287	EFT	4/5/12
GMAC Mortgage, LLC	2000016596	ALLISON PAYMENT SYSTEMS, LLC	89523	2012-02-29	147,334.33	000287	EFT	4/5/12
GMAC Mortgage, LLC	2000016648	ALLISON PAYMENT SYSTEMS, LLC	10514719	2012-04-03	312,304.45	006612	CHK	2012-04-06
GMAC Mortgage, LLC	2000016599	ALLISON PAYMENT SYSTEMS, LLC	89659	2012-03-10	5,252.89	000300	EFT	4/12/12
GMAC Mortgage, LLC	2000016597	ALLISON PAYMENT SYSTEMS, LLC	87558	2011-11-30	22,477.65	000300	EFT	4/12/12
GMAC Mortgage, LLC	2000016598	ALLISON PAYMENT SYSTEMS, LLC	89658	2012-03-10	77,554.86	000300	EFT	4/12/12
GMAC Mortgage, LLC	2000016605	ALLISON PAYMENT SYSTEMS, LLC	89728	2012-03-21	212.00	000311	EFT	4/19/12
GMAC Mortgage, LLC	2000016603	ALLISON PAYMENT SYSTEMS, LLC	89682	2012-03-21	291.50	000311	EFT	4/19/12
GMAC Mortgage, LLC	2000016604	ALLISON PAYMENT SYSTEMS, LLC	89729	2012-03-21	318.00	000311	EFT	4/19/12
GMAC Mortgage, LLC	2000016602	ALLISON PAYMENT SYSTEMS, LLC	89696	2012-03-21	890.40	000311	EFT	4/19/12
GMAC Mortgage, LLC	2000016606	ALLISON PAYMENT SYSTEMS, LLC	89679	2012-03-21	1,696.00	000311	EFT	4/19/12
GMAC Mortgage, LLC	2000016601	ALLISON PAYMENT SYSTEMS, LLC	89688	2012-03-21	18,121.23	000311	EFT	4/19/12
GMAC Mortgage, LLC	2000016600	ALLISON PAYMENT SYSTEMS, LLC	M007123	2012-04-06	63,729.76	000311	EFT	4/19/12
GMAC Mortgage, LLC	2000016607	ALLISON PAYMENT SYSTEMS, LLC	90174	2012-03-31	15,741.00	000338	EFT	4/20/12
GMAC Mortgage, LLC	2000016608	ALLISON PAYMENT SYSTEMS, LLC	90300	2012-03-31	20,650.03	000338	EFT	4/20/12
GMAC Mortgage, LLC	2000016649	ALLISON PAYMENT SYSTEMS, LLC	10514719	2012-04-17	414,718.03	007113	CHK	2012-04-20
GMAC Mortgage, LLC	2000016643	ALLISON PAYMENT SYSTEMS, LLC	90358	2012-04-17	209.35	007374	CHK	2012-04-27
GMAC Mortgage, LLC	2000016609	ALLISON PAYMENT SYSTEMS, LLC	90375	2012-04-23	890.40	000370	EFT	4/27/12
GMAC Mortgage, LLC	2000016610	ALLISON PAYMENT SYSTEMS, LLC	90376	2012-04-23	1,698.65	000370	EFT	4/27/12
GMAC Mortgage, LLC	2000016611	ALLISON PAYMENT SYSTEMS, LLC	90428	2012-04-30	439.90	000380	EFT	5/2/12
GMAC Mortgage, LLC	2000016617	ALLISON PAYMENT SYSTEMS, LLC	90374	2012-04-23	135.15	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016627	ALLISON PAYMENT SYSTEMS, LLC	90173	2012-03-31	180.20	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016628	ALLISON PAYMENT SYSTEMS, LLC	90181	2012-03-31	318.00	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016619	ALLISON PAYMENT SYSTEMS, LLC	90828	2012-04-30	389.55	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016629	ALLISON PAYMENT SYSTEMS, LLC	90829	2012-04-30	389.55	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016625	ALLISON PAYMENT SYSTEMS, LLC	90180	2012-03-31	424.00	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016635	ALLISON PAYMENT SYSTEMS, LLC	90826	2012-04-30	530.00	000435	EFT	5/8/12
GMAC Mortgage, LLC	2000016621	ALLISON PAYMENT SYSTEMS, LLC	90830	2012-04-30	598.90	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016623	ALLISON PAYMENT SYSTEMS, LLC	90368	2012-04-23	636.00	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016626	ALLISON PAYMENT SYSTEMS, LLC	90359	2012-04-17	1,211.05	000412	EFT	5/8/12

Debtor	Vendor ID	Vendor Name	Invoice Number	Invoice Date	Paid	Check/Wire/A CH #	Payment Method	Bank Clear Date
GMAC Mortgage, LLC	2000016622	ALLISON PAYMENT SYSTEMS, LLC	90357	2012-04-17	1,431.00	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016620	ALLISON PAYMENT SYSTEMS, LLC	90369	2012-04-23	1,468.10	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016632	ALLISON PAYMENT SYSTEMS, LLC	90429	2012-04-30	1,590.00	000435	EFT	5/8/12
GMAC Mortgage, LLC	2000016634	ALLISON PAYMENT SYSTEMS, LLC	90827	2012-04-30	1,780.80	000435	EFT	5/8/12
GMAC Mortgage, LLC	2000016615	ALLISON PAYMENT SYSTEMS, LLC	90381	2012-04-23	1,802.00	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016624	ALLISON PAYMENT SYSTEMS, LLC	90230	2012-03-31	2,170.19	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016633	ALLISON PAYMENT SYSTEMS, LLC	90405	2012-04-26	2,209.56	000435	EFT	5/8/12
GMAC Mortgage, LLC	2000016631	ALLISON PAYMENT SYSTEMS, LLC	90463	2012-04-30	2,544.20	000435	EFT	5/8/12
GMAC Mortgage, LLC	2000016618	ALLISON PAYMENT SYSTEMS, LLC	90365	2012-04-10	7,595.45	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016612	ALLISON PAYMENT SYSTEMS, LLC	90464	2012-04-30	20,466.62	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016613	ALLISON PAYMENT SYSTEMS, LLC	M007179	2012-05-01	62,470.80	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016636	ALLISON PAYMENT SYSTEMS, LLC	90831	2012-04-30	63,111.87	000435	EFT	5/8/12
GMAC Mortgage, LLC	2000016616	ALLISON PAYMENT SYSTEMS, LLC	90364	2012-04-10	69,150.74	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016614	ALLISON PAYMENT SYSTEMS, LLC	90227	2012-03-31	122,979.59	000412	EFT	5/8/12
GMAC Mortgage, LLC	2000016630	ALLISON PAYMENT SYSTEMS, LLC	90462	2012-04-30	174,435.69	000435	EFT	5/8/12
GMAC Mortgage, LLC	2000016651	ALLISON PAYMENT SYSTEMS, LLC	042712	2012-04-27	189,327.01	007674	CHK	2012-05-08
GMAC Mortgage, LLC	2000016650	ALLISON PAYMENT SYSTEMS, LLC	10514719	2012-05-01	470,749.20	007673	CHK	2012-05-08
GMAC Mortgage, LLC	2000016637	ALLISON PAYMENT SYSTEMS, LLC	91001	2012-05-09	7,334.76	WIR01	WIR	5/11/12
GMAC Mortgage, LLC	2000016640	ALLISON PAYMENT SYSTEMS, LLC	90999	2012-05-09	9,382.90	WIR999	WIR	5/11/12
GMAC Mortgage, LLC	2000016638	ALLISON PAYMENT SYSTEMS, LLC	M007235	2012-05-09	19,307.61	WIR235	WIR	5/11/12
GMAC Mortgage, LLC	2000016641	ALLISON PAYMENT SYSTEMS, LLC	M007237	2012-05-09	29,811.40	WIR237	WIR	5/11/12
GMAC Mortgage, LLC	2000016642	ALLISON PAYMENT SYSTEMS, LLC	91000	2012-05-09	82,437.35	WIR00B	WIR	5/11/12
GMAC Mortgage, LLC	2000016639	ALLISON PAYMENT SYSTEMS, LLC	M007233	2012-05-09	180,241.97	WIR233	WIR	5/11/12

5,558,418.91